

**DORY LAKES PROPERTY OWNERS ASSOCIATION
CONDUCT OF MEETINGS POLICY AND PROCEDURE**

Effective Date: June 2, 2020

1. Board Meetings.

A. Members or their representatives may attend all Board meetings, except that Members may be excluded from an executive session. The Board may go into executive session for any purpose allowed by law. Prior to going into executive session, the chair of the meeting will announce the purpose for the executive session.

B. The Board may post notice of upcoming Board meetings on a website, bulletin board, or other feasible location within the community.

C. The meeting agenda will be made reasonably available for examination by Association Members or their designated representatives.

D. The rules for Member participation during the meetings are:

- i. Each Member who wishes to address the Board will be given a reasonable time to speak, provided the chair may impose reasonable time limits to facilitate Member participation. If more than one person desires to address an issue on which the Board is to vote and there are opposing views, the Board will provide for a reasonable number of Members to speak on each side of the issue. After other Members have had an opportunity to speak, then a Member who has already spoken will be given another opportunity, time permitting.
- ii. Each Member who wishes to speak must be recognized by the chair. Once recognized, the Member will state his/her name and address.
- iii. All comments must be delivered in a businesslike and professional manner. Personal attacks or inflammatory comments will not be permitted.
- iv. To facilitate free and open discussion, Members are prohibited from audio or video recording meetings.
- v. The Board is not obligated to take immediate action on any item presented by a Member.

E. There will be a Members' forum at the beginning of each regular Board meeting. The Members' forum will be for an amount of time to be set by the Board in its discretion, and the Board may extend this time in its discretion. Following the conclusion of the Members' forum, the Board will proceed with the business portion of the meeting.

F. Members who attend may not participate in deliberation or discussion during the business portion of the Board meeting until expressly authorized by the Board.

G. Items will be discussed based on the meeting agenda, provided that items may be taken out of order if deemed advisable. Items not on the agenda may be discussed once all other items have been concluded, time permitting.

H. Any director may make a motion. All motions and the outcome of the vote will be recorded in the minutes. If any director requests his vote in favor or against or his abstention be recorded in the minutes, the minutes will so reflect.

I. Board meetings are not required to be held in accordance with Robert's Rules of Order.

2. Annual Meetings/Special Member Meetings.

A. Notice of a membership meeting will be sent to each Member not less than 5 or more than 10 days prior to the meeting. Notice will also be posted in a conspicuous central location, where posting is feasible and practicable. If a Member requests notice by e-mail only and provides an e-mail address, notice will be provided by e-mail.

B. Members will sign in prior to the meeting for themselves and for any proxies they hold. If an election or vote is to be held, the Member will be given the appropriate number of ballots.

C. Secret ballots are required for the following: contested elections and any other matters if so requested by at least 20% of the Members present in person or by proxy. If secret balloting is not required, the Association may indicate the number of proxies held on the ballot itself.

D. Ballots will be counted by a neutral third party or by a committee of volunteers who are Members selected or appointed at an open meeting by the President or other person presiding during that portion of the meeting. The committee of volunteers will not be Board members and, in case of a contested election, will not be candidates. The results of a vote taken by secret ballot will be reported without identifying information.

E. The President, or other person directed by the Board, will call the meeting to order and conduct the meeting. The meeting will proceed in the order set forth in the agenda.

F. Each Member who wishes to speak will be given a reasonable time to speak, provided the chair may impose reasonable time limits to facilitate Member participation. Members may not speak a second time until everyone who wishes to speak has been given an opportunity to speak once. Members may not speak more than twice on any one topic, subject to the chair's discretion.

G. Members must maintain decorum and refrain from addressing the membership or Board until recognized by the chair. Upon being recognized, the Member must state his name and address.

H. Members may not interrupt anyone who validly has the floor, or otherwise disrupt the meeting. Members may not engage in personal attacks on either Board members or other Association Members. All comments and questions are to be delivered in a businesslike manner and comments will be confined to matters germane to the agenda item being discussed. No Member may use abusive, rude, threatening, vulgar or crude language. To facilitate free and open discussion, Members are prohibited from audio or video recording meetings.

I. Members must obey all orders made by the meeting chair, including an order to step down.

J. Any Member who refuses to follow the above rules will be asked to leave the meeting.

K. Any motions must be seconded prior to discussion and voting. Because the nature of a motion and vote may be outside the Members' authority, the Board reserves the right to determine whether a motion will be considered binding on the Association or a recommendation for proceeding. The determination may be made following consultation with legal counsel.

L. Meetings are not required to be held in accordance with Robert's Rules of Order.

3. Virtual/Remote Meetings and Electronic Voting. The Association may conduct Board or member meetings through electronic means such as audio and/or video conferencing or similar online platforms, as follows:

A. **Participation.** Members who attend virtual meetings via audio or video conference or similar electronic means are deemed present at the meeting for quorum and voting purposes, as if the member was physically present at the meeting, subject to the following:

- i. The Association may conduct meetings by electronic means only if the Association uses a means of transmission that permits the Board members and all other members participating in the meeting to communicate and participate at appropriate times during the meeting.
- ii. Members who wish to attend virtual or remote Board meetings by video or audio conference must provide notice and the member's email address to the Board of Directors or the Association's manager at least 24 hours prior to the meeting;
- iii. During Board meetings, the Association may limit participation by members except during appropriate or designated times, by requesting or requiring members to be placed on "mute" or a similar "listen only" mode;

B. **Proxies.** Members who cannot attend a virtual or electronic meeting but are otherwise entitled to vote may submit a proxy to another member who will be in attendance at the virtual meeting in accordance with the Association's Bylaws and Colorado law. Proxies must be submitted in advance and prior to the beginning of the virtual meeting by any permissible means, including by email or other electronic means.

C. **Electronic Voting.** If electronic means are available, voting may be conducted online via electronic means, subject to the following:

- i. Board members and/or owners entitled to vote at the meeting may vote via any available electronic means as determined by the Board, including but not limited to: online voting applications (via website or similar online portal); electronic voting software or voting apps (including mobile apps); internet or computer-based voting platforms; email; and/or by phone or audio transmission.
- ii. For Board meetings, votes taken by teleconference and/or audio conference will be taken by roll call vote.
- iii. For Board member elections, candidates may be nominated and elected by any means provided for in subsection (i) above, if such means are available by the host/service provider or the electronic meeting administrator. If electronic means are not available to allow for nominations from the floor, the Association may establish a deadline in advance of the election when nominations must be received.
- iv. For voting purposes, each member will be provided instructions to create a unique User ID/Login for logging into the website, voting application, or voting software, so that only members may cast votes.
- v. Members will be notified when electronic voting is available and the time frames for casting votes, including the dates and times when the electronic ballots will open and close (i.e., the period when electronic voting is allowed).


- vi. Actions taken at a virtual or electronic meeting and/or votes taken by electronic means will have the same effect as if the vote was taken at a meeting or by mail ballot.

D. **Security.** The Association will implement reasonable security measures to authenticate/verify member login and access to electronic meetings and to protect members' personal information and data transmitted or stored via electronic means.

E. **Third Party Services Providers.** The Association may engage a third party service provider to assist with hosting electronic meetings and to serve as the electronic meeting administrator for purposes of setting up and providing access to meetings, distributing meeting materials, sending meeting information and voting instructions to members, tabulating votes, receiving and storing electronic data submitted or transmitted during the meeting (including electronic votes), and creating and providing electronic voting reports.

This Conduct of Meetings Policy and Procedure was adopted by the Board of Directors on this 2 day of June, 2020.

DORY LAKES PROPERTY OWNERS ASSOCIATION,
a Colorado nonprofit corporation,

By: 
Its: President